

**PLEASE CAREFULLY REVIEW THIS OBJECTION AND THE ATTACHMENTS
HERETO TO DETERMINE WHETHER THIS OBJECTION
AFFECTS YOUR CLAIM(S)**

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Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, et al.,	:	09-50026 (REG)
f/k/a General Motors Corp., et al.	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

NOTICE OF DEBTORS' EIGHTY-EIGHTH OMNIBUS OBJECTION TO CLAIMS
(Duplicate and Amended and Superseded Claims)

PLEASE TAKE NOTICE that on September 17, 2010, Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (the “**Debtors**”), filed their eighty-eighth omnibus objection to claims (the “**Eighty-Eighth Omnibus Objection to Claims**”), and that a hearing (the “**Hearing**”) to consider the Debtors’ Eighty-Eighth Omnibus Objection to Claims will be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on **October**

26, 2010 at 9:45 a.m. (Eastern Time), or as soon thereafter as counsel may be heard.

PARTIES RECEIVING THIS NOTICE SHOULD REVIEW THE EIGHTY-EIGHTH OMNIBUS OBJECTION TO CLAIMS TO SEE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OMNIBUS OBJECTION AND/OR IN EXHIBIT "A" OR EXHIBIT "B" ANNEXED THERETO.

PLEASE TAKE FURTHER NOTICE that any responses to the Eighty-Eighth Omnibus Objection to Claims must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court's filing system, and (b) by all other parties in interest, on a CD-ROM or 3.5 inch disk, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and served in accordance with General Order M-399 and on (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (ii) the Debtors, c/o Motors Liquidation Company, 500 Renaissance Center, Suite 1400, Detroit, Michigan 48243 (Attn: Ted Stenger); (iii) General Motors, LLC, 400 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (iv) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (v) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, D.C. 20220 (Attn: Joseph Samarias, Esq.); (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vii) Kramer Levin Naftalis & Frankel LLP, attorneys for the

statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Thomas Moers Mayer, Esq., Robert Schmidt, Esq., Lauren Macksoud, Esq., and Jennifer Sharret, Esq.); (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Tracy Hope Davis, Esq.); (ix) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Natalie Kuehler, Esq.); (x) Caplin & Drysdale, Chartered, attorneys for the official committee of unsecured creditors holding asbestos-related claims, 375 Park Avenue, 35th Floor, New York, New York 10152-3500 (Attn: Elihu Inselbuch, Esq. and Rita C. Tobin, Esq.) and One Thomas Circle, N.W., Suite 1100, Washington, DC 20005 (Attn: Trevor W. Swett III, Esq. and Kevin C. MacLay, Esq.); and (xi) Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation, attorneys for Dean M. Trafelet in his capacity as the legal representative for future asbestos personal injury claimants, 2323 Bryan Street, Suite 2200, Dallas, Texas 75201 (Attn: Sander L. Esserman, Esq. and Robert T. Brousseau, Esq.), so as to be received no later than **October 19, 2010 at 4:00 p.m. (Eastern Time)** (the "**Response Deadline**").

PLEASE TAKE FURTHER NOTICE that if no responses are timely filed and served with respect to the Debtors' Eighty-Eighth Omnibus Objection to Claims or any claim set forth thereon, the Debtors may, on or after the Response Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the Debtors' Eighty-Eighth Omnibus Objection to Claims, which order may be entered with no further notice or opportunity to be heard offered to any party.

Dated: New York, New York
September 17, 2010

/s/ Joseph H. Smolinsky

Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

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Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
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In re	:
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	:
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	:
	:
-----X	

Chapter 11 Case No.
09-50026 (REG)
(Jointly Administered)

DEBTORS' EIGHTY-EIGHTH OMNIBUS OBJECTION TO CLAIMS
(Duplicate and Amended and Superseded Claims)

**THIS OBJECTION SEEKS TO DISALLOW AND EXPUNGE CERTAIN FILED PROOFS OF CLAIM.
CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON THE
EXHIBITS ATTACHED TO THIS OBJECTION.**

TO THE HONORABLE ROBERT E. GERBER,
UNITED STATES BANKRUPTCY JUDGE:

Motors Liquidation Company (f/k/a General Motors Corporation) and its
affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), respectfully represent:

Relief Requested

1. The Debtors file this eighty-eighth omnibus objection to claims (the
“**Eighty-Eighth Omnibus Objection to Claims**”) pursuant to section 502(b) of title 11, United

States Code (the “**Bankruptcy Code**”), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and this Court’s order approving procedures for the filing of omnibus objections to proofs of claim filed in these chapter 11 cases (the “**Procedures Order**”) [Docket No. 4180], seeking entry of an order disallowing and expunging the claims listed on **Exhibit “A”** and **Exhibit “B”** annexed hereto.¹

2. The Debtors have examined the proofs of claim identified on Exhibit “A” and have determined that the proofs of claim listed under the heading “*Claims to be Disallowed and Expunged*” (collectively, the “**Amended and Superseded Claims**”) have been amended and superseded by at least one subsequently corresponding claim identified under the heading “*Surviving Claims*” (collectively, the “**Amended and Superseded Surviving Claims**”). The Debtors seek entry of an order disallowing and expunging from the claims register the Amended and Superseded Claims and preserving the Debtors’ right to later object to any Amended and Superseded Surviving Claim on any other basis.

3. The Debtors have also examined the proofs of claim identified on Exhibit “B” and have determined that the proofs of claim listed under the heading “*Claims to be Disallowed and Expunged*” (collectively, the “**Duplicate Claims**”) are duplicates of the earlier-filed corresponding claims identified under the heading “*Surviving Claims*” (collectively, the “**Duplicate Surviving Claims**” and, together with the Amended and Superseded Surviving Claims, the “**Surviving Claims**”). The Debtors seek entry of an order disallowing and

¹ Creditors can obtain copies of the cover page of any proof of claim filed against the Debtors’ bankruptcy estates on the Debtors’ claims register on the website maintained by the Debtors’ claims agent, www.motorsliquidation.com. A link to the claims register is located under the “Claims Information” tab. Creditors without access to the Internet may request a copy of the cover page of any proof of claim by mail to The Garden City Group, Inc., Motors Liquidation Company Claims Agent, P.O. Box 9386, Dublin, Ohio 43017-4286 or by calling The Garden City Group, Inc. at 1-703-286-6401.

expunging from the claims register the Duplicate Claims and preserving the Debtors' right to later object to any Duplicate Surviving Claim on any other basis.

4. This Eighty-Eighth Omnibus Objection to Claims does not affect any of the Surviving Claims and does not constitute any admission or finding with respect to any of the Surviving Claims. Further, the Debtors reserve all their rights to object on any other basis to any Surviving Claims or any Amended and Superseded Claim and/or Duplicate Claim as to which the Court does not grant the relief requested herein.

Jurisdiction

5. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

Background

6. On June 1, 2009, four of the Debtors (the "**Initial Debtors**")² commenced with this Court voluntary cases under chapter 11 of the Bankruptcy Code, and on October 9, 2009, two additional Debtors (the "**Realm/Encore Debtors**")³ commenced with this Court voluntary cases under chapter 11 of the Bankruptcy Code, which cases are jointly administered with those of the Initial Debtors under Case Number 09-50026 (REG). On September 15, 2009, the Initial Debtors filed their schedules of assets and liabilities and statements of financial affairs, which were amended on October 4, 2009. On October 15, 2009, the Realm/Encore Debtors filed their schedules of assets and liabilities and statements of financial affairs.

² The Initial Debtors are Motors Liquidation Company (f/k/a General Motors Corporation), MLCS, LLC (f/k/a Saturn, LLC), MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation), and MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.).

³ The Realm/Encore Debtors are Remediation and Liability Management Company, Inc., and Environmental Corporate Remediation Company, Inc.

7. On September 16, 2009, this Court entered an order [Docket No. 4079] establishing November 30, 2009 as the deadline for each person or entity to file a proof of claim in the Initial Debtors' cases, including governmental units. On December 2, 2009, this Court entered an order [Docket No. 4586] establishing February 1, 2010 as the deadline for each person or entity to file a proof of claim in the Realm/Encore Debtors' cases (except governmental units, as defined in section 101(27) of the Bankruptcy Code, for which the Court established June 1, 2010 as the deadline to file proofs of claim).

8. Furthermore, on October 6, 2009, this Court entered the Procedures Order, which authorizes the Initial Debtors, among other things, to file omnibus objections to no more than 100 claims at a time, under various grounds, including those set forth in Bankruptcy Rule 3007(d) and those additional grounds set forth in the Procedures Order. The claimants that are listed in Exhibit "A" and Exhibit "B" have all filed claims against the Initial Debtors.

The Relief Requested Should Be Approved by the Court

9. A filed proof of claim is "deemed allowed, unless a party in interest . . . objects." 11 U.S.C. § 502(a). If an objection refuting at least one of the claim's essential allegations is asserted, the claimant has the burden to demonstrate the validity of the claim. *See In re Oneida, Ltd.*, 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009), *aff'd*, No. 09 Civ. 2229 (DC), 2010 WL 234827 (S.D.N.Y. Jan. 22, 2010); *In re Adelphia Commc'ns Corp.*, Ch. 11 Case No. 02-41729 (REG), 2007 Bankr. LEXIS 660, at *15 (Bankr. S.D.N.Y. Feb. 20, 2007); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000).

10. Section 502(b)(1) of the Bankruptcy Code provides, in relevant part, that a claim may not be allowed to the extent that "such claim is unenforceable against the debtor and property of the debtor, under any agreement or applicable law." 11 U.S.C. § 502(b)(1). The Debtors cannot be required to pay on the same claim more than once. *See, e.g., In re Finley*,

Kumble, Wagner, Heine, Underberg, Manley, Myerson, & Casey, 160 B.R. 882, 894 (Bankr. S.D.N.Y. 1993) (“In bankruptcy, multiple recoveries for an identical injury are generally disallowed.”). The Debtors have carefully analyzed the proofs of claim identified on Exhibit “A” and have determined that each Amended and Superseded Claim has been amended and superseded by a subsequently filed corresponding Surviving Claim

11. To avoid the possibility of multiple recoveries by the same creditor, the Debtors request that the Court disallow and expunge in their entirety the Amended and Superseded Claims. The Surviving Claims will remain on the claims register subject to further objections on any other basis.

12. Further, the Debtors have compared their books and records with the proofs of claim identified on Exhibit “B” and have determined that the Duplicate Claims were filed by the same claimants against the same Debtors, for the same dollar amounts, and on account of the same obligations as the corresponding Surviving Claims. The Surviving Claims are the earlier filed claims as compared to the Duplicate Claims.

13. To avoid the possibility of multiple recoveries by the same creditor, the Debtors request that the Court disallow and expunge in their entirety the Duplicate Claims. The Surviving Claims will remain on the claims register subject to further objections on any other basis.

Notice

14. Notice of the Eighty-Eighth Omnibus Objection to Claims has been provided to each claimant listed on Exhibit “A” and Exhibit “B” and parties in interest in accordance with the Fourth Amended Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c) and 9007 Establishing Notice and Case Management Procedures, dated August 24,

2010 [Docket No. 6750]. The Debtors submit that such notice is sufficient and no other or further notice need be provided.

15. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as is just.

Dated: New York, New York
September 17, 2010

/s/ Joseph H. Smolinsky

Harvey R. Miller

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Attorneys for Debtors
and Debtors in Possession

EXHIBIT A

Exhibit A

Eighty-Eighth Omnibus Objection

Moters Liquidation Company, et al.
Case No. 09-50026 (REG), Jointly Administered**CLAIMS TO BE DISALLOWED AND EXPUNGED**

CLAIMS TO BE DISALLOWED AND EXPUNGED							SURVIVING CLAIMS				
Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)		Grounds For Objection	Objection Page Reference	Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	
COLEMAN, MELINDA	63154	Moters Liquidation Company	\$0.00	(S)	Amended and	Pgs. 1-5	COLEMAN MELINDA	60784	Moters Liquidation Company	\$0.00	(S)
142 DAVID DR APT D9			\$0.00	(A)	Superseded		142 DAVID DR APT D9			\$0.00	(A)
ELYRIA, OH 44035			\$0.00	(P)	Claims		ELYRIA, OH 44035			\$0.00	(P)
			\$0.00	(U)						\$20,000.00	(U)
Official Claim Date: 11/28/2009			\$0.00	(T)			Official Claim Date: 11/27/2009			\$20,000.00	(T)
DONALD J SHIVAS	20179	Moters Liquidation Company	\$0.00	(S)	Amended and	Pgs. 1-5	SHIVAS, DONALD J	21253	Moters Liquidation Company	\$0.00	(S)
31 SNYDER DRIVE			\$0.00	(A)	Superseded		31 SNYDER DR			\$0.00	(A)
WHARTON, NJ 07885			\$0.00	(P)	Claims		WHARTON, NJ 07885			\$0.00	(P)
			\$5,500.00	(U)						\$5,500.00	(U)
Official Claim Date: 11/5/2009			\$5,500.00	(T)			Official Claim Date: 11/9/2009			\$5,500.00	(T)
GREEN HUNT WEDLAKE INC TRUSTEE	65814	Moters Liquidation Company	\$0.00	(S)	Amended and	Pgs. 1-5	GREEN HUNT WEDLAKE INC TRUSTEE	66319	Moters Liquidation Company	\$0.00	(S)
ATTN PETER WEDLAKE TCIRP			\$0.00	(A)	Superseded		ATTN PETER WEDLAKE FCIRP			\$0.00	(A)
SUITE 315 TOWER 1			\$0.00	(P)	Claims		SUITE 315 TOWER 1			\$0.00	(P)
7001 MUMFORD ROAD			\$1,607,647,592.49	(U)			7001 MUMFORD ROAD			\$1,607,647,592.49	(U)
B3L4N9 HALIFAX NOVA SCOTIA			\$1,607,647,592.49	(T)			B3L4N9 HALIFAX NOVA SCOTIA CANADA			\$1,607,647,592.49	(T)
CANADA							CANADA				
Official Claim Date: 11/25/2009							Official Claim Date: 11/30/2009				

(1) In the "Claim Amount and Priority" column, (S) = secured claim, (A) = administrative expense claim, (P) = priority claim, (U) = unsecured claim and (T) = total claim. The amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00".

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

Exhibit A

Eighty-Eighth Omnibus Objection

Motors Liquidation Company, et al.
Case No. 09-50026 (REG), Jointly Administered**CLAIMS TO BE DISALLOWED AND EXPUNGED**

CLAIMS TO BE DISALLOWED AND EXPUNGED							SURVIVING CLAIMS			
Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)		Grounds For Objection	Objection Page Reference	Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)
JAMES HILL	45263	Motors Liquidation Company	\$0.00	(S)	Amended and	Pgs. 1-5	HILL, JAMES	62601	Motors Liquidation Company	\$0.00 (S)
			\$0.00	(A)	Superseded Claims					\$0.00 (A)
W4410 DUCK CREEK LN			\$0.00	(P)			W4410 DUCK CREEK LN			\$0.00 (P)
WESTFIELD, WI 53964			\$0.00	(U)			WESTFIELD, WI 53954			\$4,000.00 (U)
Official Claim Date: 11/25/2009			\$0.00	(T)			Official Claim Date: 11/28/2009			\$4,000.00 (T)
JOLENE C HARMS	842	Motors Liquidation Company	\$100,000.00	(S)	Amended and	Pgs. 1-5	HARMS, JOLENE C	36538	Motors Liquidation Company	\$100,000.00 (S)
			\$0.00	(A)	Superseded Claims					\$0.00 (A)
C/O MICHAEL T LESAGE, ESQ			\$0.00	(P)			LESAGE, MICHAEL T			\$0.00 (P)
PO BOX 306			\$100,000.00	(U)			PO BOX 306			\$100,000.00 (U)
PASO ROBLES, CA 93447			\$200,000.00	(T)			620 13TH ST			\$200,000.00 (T)
							PASO ROBLES, CA 93446			
Official Claim Date: 7/7/2009							Official Claim Date: 11/23/2009			
LINDA J MILLER	1261	Motors Liquidation Company	\$0.00	(S)	Amended and	Pgs. 1-5	LINDA J MILLER	70308	Motors Liquidation Company	\$0.00 (S)
			\$0.00	(A)	Superseded Claims					\$0.00 (A)
C/O ROBERT M MATSON			\$0.00	(P)			C/O ROBERT M MATSON			\$0.00 (P)
PO BOX 1773			\$3,000,000.00	(U)			PO BOX 1773			\$475,000.00 (U)
MACON, GA 31202			\$3,000,000.00	(T)			MACON, GA 31202			\$475,000.00 (T)
Official Claim Date: 9/2/2009							Official Claim Date: 6/1/2010			

(1) In the "Claim Amount and Priority" column, (S) = secured claim, (A) = administrative expense claim, (P) = priority claim, (U) = unsecured claim and (T) = total claim. The amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00".

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

Exhibit A

Eighty-Eighth Omnibus Objection

Motors Liquidation Company, et al.

Case No. 09-50026 (REG), Jointly Administered

CLAIMS TO BE DISALLOWED AND EXPUNGED

CLAIMS TO BE DISALLOWED AND EXPUNGED							SURVIVING CLAIMS			
Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)		Grounds For Objection	Objection Page Reference	Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)
MARIA SOFFER ESQ AS PERSONAL REP OF THE ESTATE OF	231	Motors Liquidation Company	\$0.00	(S)	Amended and	Pgs. 1-5	MARIA SOFFER ESQ, PERSONAL REPRESENTATIVE OF	69289	Motors Liquidation Company	\$0.00 (S)
DAVID ARENAS, DECEASED			\$0.00	(A)	Superseded Claims					\$0.00 (A)
ATTN: ERIC G ZAJAC, ESQUIRE ZAJAC & ARIAS LLC			\$0.00	(P)			THE ESTATE OF DAVID ARENAS, DECEASED			\$0.00 (P)
1818 MARKET ST, 30TH FLR			\$5,000,000.00	(U)			ERIC C ZAJAC ESQ, ZAJAC & ARIAS LLC			\$5,000,000.00 (U)
PHILADELPHIA, PA 19103			\$5,000,000.00	(T)			1818 MARKET ST, 30TH FL			\$5,000,000.00 (U)
							PHILADELPHIA, PA 19103			\$5,000,000.00 (T)
Official Claim Date: 6/24/2009							Official Claim Date: 12/9/2009			
MELANIE J CUNNINGHAM	913	Motors Liquidation Company	\$0.00	(S)	Amended and	Pgs. 1-5	CUNNINGHAM, MELANIE	21819	Motors Liquidation Company	\$0.00 (S)
C/O ATTORNEY ALAN H PERER			\$0.00	(A)	Superseded Claims					\$0.00 (A)
ONE OXFORD CENTRE, SUITE 2501			\$0.00	(P)			SWENSEN PERER & KONTOS			\$0.00 (P)
PITTSBURGH, PA 15219			\$25,000.00	(U)			ONE OXFORD CENTRE - SUITE 2501			\$0.00 (U)
			\$25,000.00	(T)			PITTSBURGH, PA 15219			\$0.00 (U)
Official Claim Date: 7/10/2009							Official Claim Date: 11/9/2009			
MELANIE J CUNNINGHAM	21817	Motors Liquidation Company	\$0.00	(S)	Amended and	Pgs. 1-5	CUNNINGHAM, MELANIE	21819	Motors Liquidation Company	\$0.00 (S)
C/O ATTORNEY ALAN H PERER			\$0.00	(A)	Superseded Claims					\$0.00 (A)
ONE OXFORD CENTRE SUITE 2501			\$0.00	(P)			SWENSEN PERER & KONTOS			\$0.00 (P)
PITTSBURGH, PA 15219			\$0.00	(U)			ONE OXFORD CENTRE - SUITE 2501			\$0.00 (U)
			\$0.00	(T)			PITTSBURGH, PA 15219			\$0.00 (U)
Official Claim Date: 11/9/2009							Official Claim Date: 11/9/2009			

(1) In the "Claim Amount and Priority" column, (S) = secured claim, (A) = administrative expense claim, (P) = priority claim, (U) = unsecured claim and (T) = total claim. The amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00".

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

Exhibit A

Eighty-Eighth Omnibus Objection

Motors Liquidation Company, et al.

Case No. 09-50026 (REG), Jointly Administered

CLAIMS TO BE DISALLOWED AND EXPUNGED

CLAIMS TO BE DISALLOWED AND EXPUNGED							SURVIVING CLAIMS			
Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)		Grounds For Objection	Objection Page Reference	Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)
NEWTON AKEEM	10820	Motors Liquidation Company	\$0.00	(S)	Amended and	Pgs. 1-5	NEWTON AKEEM	10823	Motors Liquidation Company	\$0.00 (S)
			\$0.00	(A)	Superseded Claims					\$0.00 (A)
NEWTON, AKEEM JR			\$0.00	(P)			BROWN, NORA			\$0.00 (P)
HASTINS LAW FIRM PC			\$0.00	(U)			C/O HASTINGS LAW FIRM PC			\$2,000,000.00 (U)
616 FM 1960 RD W STE 725			\$0.00	(T)			616 FM 1960 RD W STE 725			\$2,000,000.00 (T)
HOUSTON, TX 77090							HOUSTON, TX 77090			
Official Claim Date: 10/15/2009							Official Claim Date: 10/15/2009			
NEWTON AKEEM	10822	Motors Liquidation Company	\$0.00	(S)	Amended and	Pgs. 1-5	NEWTON AKEEM	10823	Motors Liquidation Company	\$0.00 (S)
			\$0.00	(A)	Superseded Claims					\$0.00 (A)
NEWTON, ADRIANA			\$0.00	(P)			BROWN, NORA			\$0.00 (P)
C/O HASTINGS LAW FIRM PC			\$0.00	(U)			C/O HASTINGS LAW FIRM PC			\$2,000,000.00 (U)
616 FM 1960 RD W STE 725			\$0.00	(T)			616 FM 1960 RD W STE 725			\$2,000,000.00 (T)
HOUSTON, TX 77090							HOUSTON, TX 77090			
Official Claim Date: 10/15/2009							Official Claim Date: 10/15/2009			
NEWTON AKEEM	10824	Motors Liquidation Company	\$0.00	(S)	Amended and	Pgs. 1-5	NEWTON AKEEM	10823	Motors Liquidation Company	\$0.00 (S)
			\$0.00	(A)	Superseded Claims					\$0.00 (A)
NEWTON, AKEEM SR			\$0.00	(P)			BROWN, NORA			\$0.00 (P)
400 W HOUSTON ST			\$0.00	(U)			C/O HASTINGS LAW FIRM PC			\$2,000,000.00 (U)
MARSHALL, TX 75670			\$0.00	(T)			616 FM 1960 RD W STE 725			\$2,000,000.00 (T)
							HOUSTON, TX 77090			
Official Claim Date: 10/15/2009							Official Claim Date: 10/15/2009			

(1) In the "Claim Amount and Priority" column, (S) = secured claim, (A) = administrative expense claim, (P) = priority claim, (U) = unsecured claim and (T) = total claim. The amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00".

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

Exhibit A

Eighty-Eighth Omnibus Objection

Motors Liquidation Company, et al.

Case No. 09-50026 (REG), Jointly Administered

CLAIMS TO BE DISALLOWED AND EXPUNGED

CLAIMS TO BE DISALLOWED AND EXPUNGED							SURVIVING CLAIMS				
Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)		Grounds For Objection	Objection Page Reference	Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	
PYATT SR, JOE N	15503	Motors Liquidation Company	\$0.00	(S)	Amended and	Pgs. 1-5	JOE PYATT	70395	Motors Liquidation Company	\$0.00	(S)
1598 S INDIAN CREEK DR			\$0.00	(A)	Superseded Claims		1598 SOUTH INDIAN CREEK DRIVE			\$0.00	(A)
STONE MOUNTAIN, GA 30083			\$0.00	(P)			STONE MOUNTAIN, GA 30083			\$0.00	(P)
			\$0.00	(U)			UNITED STATES OF AMERICA			\$65,000.00	(U)
Official Claim Date: 10/24/2009			\$0.00	(T)			Official Claim Date: 9/3/2010			\$65,000.00	(T)
RICHARD D MILLER AS ADMINISTRATOR OF THE ESTATE OF	1260	Motors Liquidation Company	\$0.00	(S)	Amended and	Pgs. 1-5	RICHARD D MILLER AS ADMINISTRATOR OF THE ESTATE OF	70307	Motors Liquidation Company	\$0.00	(S)
JOHNNY CALVIN MILLER			\$0.00	(A)	Superseded Claims		JOHNNY CALVIN MILLER			\$0.00	(A)
C/O ROBERT M MATSON			\$0.00	(P)			C/O ROBERT M MATSON			\$0.00	(P)
PO BOX 1773			\$3,000,000.00	(U)			PO BOX 1773			\$475,000.00	(U)
MACON, GA 31202			\$3,000,000.00	(T)			MACON, GA 31202			\$475,000.00	(T)
Official Claim Date: 9/2/2009							Official Claim Date: 6/1/2010				
TANKSON, ANTONIA	11427	Motors Liquidation Company	\$2,719.00	(S)	Amended and	Pgs. 1-5	TANKSON, ANTONIA	69978	Motors Liquidation Company	\$2,719.00	(S)
637 E 131ST ST APT A			\$0.00	(A)	Superseded Claims		637 E 131ST ST APT A			\$0.00	(A)
RIVERDALE, IL 60827			\$0.00	(P)			RIVERDALE, IL 60827			\$0.00	(P)
			\$0.00	(U)						\$0.00	(U)
Official Claim Date: 10/16/2009			\$2,719.00	(T)			Official Claim Date: 2/3/2010			\$2,719.00	(T)

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(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

Exhibit A

Eighty-Eighth Omnibus Objection

Motors Liquidation Company, et al.
Case No. 09-50026 (REG), Jointly Administered**CLAIMS TO BE DISALLOWED AND EXPUNGED**

CLAIMS TO BE DISALLOWED AND EXPUNGED							SURVIVING CLAIMS				
Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)		Grounds For Objection	Objection Page Reference	Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	
TICHY TERRANCE J	25339	Motors Liquidation Company	\$0.00	(S)	Amended and	Pgs. 1-5	TERRANCE J TICHY	28660	Motors Liquidation Company	\$0.00	(S)
			\$0.00	(A)	Superseded Claims					\$0.00	(A)
C/O RICHARD L DEMSEY CO LPA 1350 EUCLID AVENUE STE 1550 CLEVELAND, OH 44115			\$0.00	(P)			C/O RICHARD L DEMSEY CO LPA 1350 EUCLID AVENUE SUITE 1550 CLEVELAND, OH 44115			\$0.00	(P)
			\$2,500,000.00	(U)						\$2,500,000.00	(U)
Official Claim Date: 11/13/2009			\$2,500,000.00	(T)			Official Claim Date: 11/17/2009			\$2,500,000.00	(T)
TICHY, TERRANCE J	25337	Motors Liquidation Company	\$0.00	(S)	Amended and	Pgs. 1-5	TERRANCE J TICHY	28660	Motors Liquidation Company	\$0.00	(S)
			\$0.00	(A)	Superseded Claims					\$0.00	(A)
C/O RICHARD L DEMSEY CO LPA 1350 EUCLID AVE STE 1550 CLEVELAND, OH 44115			\$0.00	(P)			C/O RICHARD L DEMSEY CO LPA 1350 EUCLID AVENUE SUITE 1550 CLEVELAND, OH 44115			\$0.00	(P)
			\$2,500,000.00	(U)						\$2,500,000.00	(U)
Official Claim Date: 11/13/2009			\$2,500,000.00	(T)			Official Claim Date: 11/17/2009			\$2,500,000.00	(T)
VILLA, JORGE	6197	Motors Liquidation Company	\$2,200.00	(S)	Amended and	Pgs. 1-5	JORGE VILLA	20987	Motors Liquidation Company	\$2,200.00	(S)
			\$0.00	(A)	Superseded Claims					\$0.00	(A)
2220 W 37TH ST CHICAGO, IL 60609			\$0.00	(P)			2220 W 37 ST CHICAGO, IL 60609			\$0.00	(P)
			\$0.00	(U)						\$0.00	(U)
Official Claim Date: 10/8/2009			\$2,200.00	(T)			Official Claim Date: 11/6/2009			\$2,200.00	(T)

(1) In the "Claim Amount and Priority" column, (S) = secured claim, (A) = administrative expense claim, (P) = priority claim, (U) = unsecured claim and (T) = total claim. The amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00".

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

Exhibit A

Eighty-Eighth Omnibus Objection

Motors Liquidation Company, et al.

Case No. 09-50026 (REG), Jointly Administered

CLAIMS TO BE DISALLOWED AND EXPUNGED

CLAIMS TO BE DISALLOWED AND EXPUNGED						SURVIVING CLAIMS			
Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference	Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)
<i>CLAIMS TO BE DISALLOWED AND EXPUNGED</i>			18	\$104,919.00	(S)				
				\$0.00	(A)				
				\$0.00	(P)				
				\$1,623,778,092.49	(U)				
				\$1,623,883,011.49	(T)				

(1) In the "Claim Amount and Priority" column, (S) = secured claim, (A) = administrative expense claim, (P) = priority claim, (U) = unsecured claim and (T) = total claim. The amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00".

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

EXHIBIT B

Exhibit B

Eighty-Eighth Omnibus Objection

Motors Liquidation Company, et al.

Case No. 09-50026 (REG), Jointly Administered

CLAIMS TO BE DISALLOWED AND EXPUNGED

CLAIMS TO BE DISALLOWED AND EXPUNGED							SURVIVING CLAIMS			
Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference		Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)
MAVETY BRIANNA	64622	Motors Liquidation Company	\$0.00 (S)	Duplicate Claim	Pgs. 1-5		MAVETY, BRIANNA	64621	Motors Liquidation Company	\$0.00 (S)
			\$0.00 (A)							\$0.00 (A)
MAVETY, TAMMY			\$0.00 (P)				804 WESTMINSTER RD			\$0.00 (P)
804 WESTMINSTER RD			\$0.00 (U)				TRAVERSE CITY, MI 49686			\$0.00 (U)
TRAVERSE CITY, MI 49686			\$0.00 (T)							\$0.00 (T)
Official Claim Date: 11/30/2009							Official Claim Date: 11/30/2009			
RONALD A KATZ TECHNOLOGY LICENSING LP	59864	Motors Liquidation Company	\$0.00 (S)	Duplicate Claim	Pgs. 1-5		RONALD A. KATZ TECHNOLOGY LICENSING, L.P	32726	Motors Liquidation Company	\$0.00 (S)
			\$0.00 (A)							\$0.00 (A)
9220 SUNSET BLVD			\$0.00 (P)				ATTN: JACK BAN			\$0.00 (P)
#315							9220 SUNSET BLVD #315			\$0.00 (P)
ATTN JACK BAN			\$2,699,198.70 (U)				LOS ANGELES, CA 90069			\$2,699,198.70 (U)
LOS ANGELES, CA 90069			\$2,699,198.70 (T)				UNITED STATES OF AMERICA			\$2,699,198.70 (T)
Official Claim Date: 11/27/2009							Official Claim Date: 11/20/2009			
SACHSE, MARIE "DECEASED" LARRY, CATHY AND DAVID SACHEE	59200	Motors Liquidation Company	\$0.00 (S)	Duplicate Claim	Pgs. 1-5		SACHSE MARIE "DECEASED"	61586	MLCS, LLC	\$0.00 (S)
			\$0.00 (A)							\$0.00 (A)
15 RED MILL CT			\$0.00 (P)				C/O LARRY AND CATHY SACHSE			\$0.00 (P)
							15 RED MILL CT			\$0.00 (P)
SAINT PETERS, MO 63376			\$10,000,000.00 (U)				SAINT PETERS, MO 63376			\$10,000,000.00 (U)
Official Claim Date: 11/27/2009			\$10,000,000.00 (T)				Official Claim Date: 11/27/2009			\$10,000,000.00 (T)

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(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

Exhibit B***CLAIMS TO BE DISALLOWED AND EXPUNGED***

CLAIMS TO BE DISALLOWED AND EXPUNGED						SURVIVING CLAIMS			
Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)	Grounds For Objection	Objection Page Reference	Name and Address of Claimant	Claim #	Debtor	Claim Amount and Priority (1)
<i>CLAIMS TO BE DISALLOWED AND EXPUNGED</i>			3		\$0.00 (S)				
					\$0.00 (A)				
					\$0.00 (P)				
					\$12,699,198.70 (U)				
					\$12,699,198.70 (T)				

(1) In the "Claim Amount and Priority" column, (S) = secured claim, (A) = administrative expense claim, (P) = priority claim, (U) = unsecured claim and (T) = total claim. The amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00".

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

**UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11 Case No.
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	: 09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:
Debtors.	: (Jointly Administered)
-----X	

ORDER GRANTING DEBTORS' EIGHTY-EIGHTH OMNIBUS OBJECTION TO CLAIMS
(Duplicate and Amended and Superseded Claims)

Upon the eighty-eighth omnibus objection to claims, dated September 17, 2010 (the “**Eighty-Eighth Omnibus Objection to Claims**”),¹ of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), pursuant to section 502(b) of title 11, United States Code (the “**Bankruptcy Code**”), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and this Court’s order approving procedures for the filing of omnibus objections to proofs of claim filed in these chapter 11 cases (the “**Procedures Order**”) (Docket No. 4180], seeking entry of an order disallowing and expunging the Duplicate Claims on the grounds that such claims are duplicative of the corresponding Surviving Claims and disallowing and expunging the Amended and Superseded Claims on the grounds that such claims have been amended and superseded by the corresponding Surviving Claims, all as more fully described in the Eighty-Eighth Omnibus Objection to Claims; and due and proper notice of the Eighty-Eighth Omnibus Objection to Claims having been provided, and it appearing that no other or further notice need be provided; and the Court having found and

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Debtors’ Eighty-Eighth Omnibus Objection to Claims.

determined that the relief sought in the Eighty-Eighth Omnibus Objection to Claims is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Eighty-Eighth Omnibus Objection to Claims establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the relief requested in the Eighty-Eighth Omnibus Objection to Claims is granted to the extent provided herein; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, the claims listed on **Exhibit “A”** annexed hereto under the heading “*Claims to be Disallowed and Expunged*” (collectively, the “**Amended and Superseded Claims**”) are disallowed and expunged; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, the claims listed on **Exhibit “B”** (collectively with Exhibit “A”, the “**Order Exhibits**”) annexed hereto under the heading “*Claims to be Disallowed and Expunged*” (collectively, the “**Duplicate Claims**”) are disallowed and expunged; and it is further

ORDERED that the claims listed on the Order Exhibits annexed hereto under the headings “*Surviving Claims*” (collectively, the “**Surviving Claims**”) will remain on the claims register, and such claims are neither allowed nor disallowed at this time; and is further

ORDERED that, if applicable, the Eighty-Eighth Omnibus Objection to Claims is adjourned with respect to the claims listed on the Order Exhibits annexed hereto under the heading “*Objection Adjourned*” (the “**Adjourned Claims**”) to the date indicated on the Order Exhibits, subject to further adjournments (such actual hearing date, the “**Adjourned Hearing Date**”), and the Debtors’ response deadline with respect to the Adjourned Claims shall be 12:00 noon (Eastern Time) on the date that is three (3) business days before the Adjourned Hearing Date; and it is further

ORDERED that, if applicable, the Eighty-Eighth Omnibus Objection to Claims is withdrawn with respect to the claims listed on the Order Exhibits annexed hereto under the heading “*Objection Withdrawn*”; and it is further

ORDERED that, if applicable, the Eighty-Eighth Omnibus Objection to Claims is withdrawn with respect to the claims listed on the Order Exhibits annexed hereto under the heading “*Claim Withdrawn*” as those claims have been withdrawn by the corresponding claimant; and it is further

ORDERED that the disallowance and expungement of the Amended and Superseded and Duplicate Claims does not constitute any admission or finding with respect to any of the Surviving Claims; and it is further

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object on any basis are expressly reserved with respect to, (i) any claim listed on either Exhibit “A” or Exhibit “B” annexed to the Eighty-Eighth Omnibus Objection to claims under the heading “*Claims to be Disallowed and Expunged*” that is not listed on the Order Exhibits annexed hereto and (ii) any Surviving Claim; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
_____, 2010

United States Bankruptcy Judge